details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at registered office of the Issuer. All investors are hereby informed that the Issuer has designated a Compliance Officer who may be contacted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the demat account etc. Contact details of the Compliance Officer are given elsewhere in this Disclosure Document.

xxv. Material Contracts and Agreements involving Financial Obligations of the Issuer

By very nature of its business, the Issuer is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Issuer. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Issuer) which are or may be deemed to be material that have been entered into by the Issuer. Copies of these contracts may be inspected at the Central Office of the Issuer between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

A. Material Contracts and Documents

a. Board of Directors Resolution of the meeting held on April 29th, 2021 authorizing issue of Debentures offered under terms of this Disclosure Document.
b. Letter of consent from the Trustee to act as Trustee to the Issue.
c. Letter of consent from the Registrar for acting as Registrar to the issue.
d. In-principle Approval for listing of Bonds by BSE and/or NSE.
e. Letter from CRISIL and ICRA conveying the credit rating for the Bonds.
f. Tripartite Agreement between the Issuer, NSDL and Registrar for issue of Bonds in dematerialized form.
g. Tripartite Agreement between the Issuer, CDSL and Registrar for issue of Bonds in dematerialized form.
h. Annual Report along with Audited financials and Audit Reports for the last three financial years.

Q. Issue Details

Summary Term Sheet:

Security Name	7.28% SBI Global Factors Ltd. 2031
Issuer	SBI Global Factors Limited
Type / Nature of Instrument	Unsecured, listed, rated, Subordinated, redeemable, Non-Convertible Debentures 2021-22 (Series SBIGFL - 10)
Seniority	Subordinate

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Mode of Issue	Private Placement
Arranger	SBI Capital Market Limited
Debenture Trustee	IDBI Trusteeship Services Limited, Mumbai
Depositories	NSDL & CDSL
Registrar of the Issue	Datamatics Business Solutions Limited
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	Proposed to be listed on NSE Limited. The Issuer shall make listing application to NSE in conformity with the timelines prescribed under SEBI Circular numbering SEBI/HO/DDHS/CIR/P/2020/198 dated October 5, 2020 and receive listing approval from NSE within 4 (Four) trading days from the Issue Closure Date. In case of delay in receipt of listing approval for the Bonds beyond 4 (four) trading days from the Issue Closure Date, the Company shall pay penal interest at the rate of 1% p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing)
Rating of Instrument	[ICRA] AAA/Stable – from ICRA Limited, CRISIL AAA/Stable – from CRISIL Ratings Limited
Issue Size	Rs. 100.00 Crores. (One hundred crores)
Option to retain Oversubscription	Nil
Total Issue Size	Rs. 100.00 Crores. (One hundred crores)
Eligible Investors	The following class of investors are eligible to participate in the offer (being "**Eligible Investors**"): (i) Mutual Funds, (ii) Public Financial Institutions as defined in section 2(72) of the Companies Act, 2013; (iii) Scheduled Commercial Banks (iv) Insurance Companies; (v) Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds; (vi) Co -operative Banks; (vii) Regional Rural Banks authorized to invest in bonds/ debentures; (viii) Companies and Bodies Corporate authorized to invest in bonds/ debentures; (ix) Societies authorized to invest in bonds/ debentures; (x) Trusts authorized to invest in bonds/ debentures; (xi) Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures; (xii) Foreign Portfolio Investors ("**FPIs**")*; and

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	(xiii) Any other person eligible to invest in the issue. The following class of investors are not eligible to participate in the offer: (i) Resident Individual Investors; (ii) Foreign Nationals; (iii) Persons resident outside India, other than FPIs; (iv) Venture Capital Funds, Alternative Investment Funds, Overseas Corporate Bodies; (v) Partnership firms formed under applicable laws in India in the name of the partners; (vi) Hindu Undivided Families through Karta; and (vii) Person ineligible to contract under applicable statutory/ regulatory requirements. *Investment by foreign portfolio investors (**FPIs**) in these Bonds raised in Indian Rupees shall be subject to compliance with terms and conditions stipulated by the Securities and Exchange Board of India (**SEBI**)/other regulatory authorities on investment in these instruments. Further, notwithstanding anything contained above, only eligible investors who have been addressed through the application form are eligible to apply. Further, notwithstanding anything contained above, only Eligible Investors who have been addressed through the application form are eligible to apply. Prior to making any investment in these Bonds, each Eligible Investor should satisfy and assure himself/herself/itself that he/she/it is authorized and eligible to invest in these Bonds. The Issuer shall be under no obligation to verify the eligibility/authority of the Eligible Investor to invest in these Bonds. Further, mere receipt of the Disclosure Document (and/or any

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	Transaction Document in relation thereto and/or any draft of the Transaction Documents and/or the Disclosure Document) by a person shall not be construed as any representation by the Issuer that such person is authorized to invest in these Bonds or eligible to subscribe to these Bonds. If after applying for subscription to these Bonds and/or allotment of Bonds to any person, such person becomes ineligible and/or is found to have been ineligible to invest in/hold these Bonds, the Issuer shall not be responsible in any manner. Notwithstanding any acceptance of bids by the Issuer (a) if a person, in the Issuer's view, is not an Eligible Investor, the Issuer shall have the right to refuse allotment of Bonds to such person and reject such person's application; (b) if after applying for subscription to these Bonds and/or allotment of Bonds to any person, such person becomes ineligible and/or is found to have been ineligible to invest in/hold these Bonds, the Issuer shall not be responsible in any manner.
Objects of the Issue	The proposed issue of Debentures is being made for augmenting Tier II Capital of the Issuer for strengthening its Capital Adequacy Ratio (CAR) and enhancing the long term Rupee resources of the issuer
Details of Utilization of Proceeds	As per object of the issue
Coupon Rate	7.28% p.a.
Step Up/ Down of Coupon Rate	NA
Coupon Payment Frequency	Annual
Coupon Payment Dates	Annually on the Deemed Date of Allotment i.e. on 28th July each year till maturity of bonds.
Coupon Type	Fixed
Coupon Reset Process	Not Applicable
Day Count Basis	Actual/Actual. Interest payable on the Debentures will be calculated on the basis of actual number of days elapsed in a year of 365 or 366 days as the case may be. (as per the SEBI Circular dated November 11, 2016 bearing reference CIR/IMD/DF-1/122/2016)
Interest on Application Money	Interest at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds for the period starting from and including the date of realization of application money in the Issuer's account up to one day prior to the date of allotment. Since the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not

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	be applicable. The Issuer shall not be liable to pay any interest in case of invalid applications or applications liable to be rejected including applications made by person who is not an Eligible Investor.
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest at 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.
Tenor	10 years
Redemption Date	10 years from the deemed date of allotment i.e. 28 July 2031
Redemption Premium/Discount	NA
Redemption Amount	At par at the end of 10 years from the deemed date of allotment
Issue Price	At par (Rs.1 Crore per Debenture)
Discount at which security is issued and the effective yield as a result of such discount.	NA
Put Date	NA
Put Price	NA
Call Date	NA
Call Price	NA
Put Notification Time	NA
Call Notification Time	NA
Face Value	Rs. 1 Crore per Debenture
Minimum Application and in multiples of Debt securities thereafter	1 Debenture and multiple of 1 Debenture thereafter
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	 July 27, 2021 July 27, 2021 July 28, 2021 July 28, 2021
Issuance mode of Instrument	Demat Mode
Trading mode of the Instrument	Demat Mode
Settlement mode of Instrument	Payment of interest and repayment of principal shall be made by way of credit through direct credit/ National Electronic Clearing Service/RTGS/ NEFT mechanism or any other permitted electronic method as offered by Banks.
Business Day Convention	'Business Day' shall be a day on which the money market is functioning in Mumbai. If the date of payment of interest/redemption of principal does not fall on a Business Day, the payment of interest/principal shall be made in accordance with SEBI Circular CIR/IMD/DF-1/122/2016 dated November 11, 2016.

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	If any of the Coupon Payment Date(s), other than the ones falling on the redemption date, falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day, which becomes the coupon payment date for that coupon. However, the future coupon payment date(s) would be as per the schedule originally stipulated at the time of issuing the debentures. In other words, the subsequent coupon payment date(s) would not be changed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non-Business Day. If the redemption date of the Bonds falls on a day that is not a Business Day, the redemption amount shall be paid by the Issuer on the immediately preceding Business Day which becomes the new redemption date, along with interest accrued on the debentures until but excluding the date of such payment.
Record Date	The day which is 15 (Fifteen) calendar days prior to each Coupon Payment Date or the Redemption Date (as the case may be). In the event the Record Date falls on a day, which is not a Business Day, immediately succeeding Business Day shall be considered as Record Date.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As per Debenture Trust Deed
Description regarding security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum.]	Not applicable since this is Unsecured issue
Transaction Documents	The Issuer has submitted the following documents in connection with the Issue: 1. Consent letter from Trustee dated July 19, 2021; 2. Debenture Trustee Agreement dated July 26, 2021 3. Debenture Trust Deed dated July 26, 2021 executed between company and the debenture trustee; 4. Rating Letters from rating agency CRISIL dated July

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	9, 2021 & ICRA dated June 29, 2021; 5. Tripartite Agreement between the Issuer, Registrar and NSDL for issue of Bonds in dematerialized form; 6. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form; 7. Consent Letter from Registrar dated July 05, 2021; 8. Certified True Copy of the resolution passed by the shareholders under the Companies Act 2013 authorizing the borrowing; 9. Certified True Copy of the board resolution for borrowing powers, authorization for accepting the terms and conditions and executing the documents under Companies Act 2013; 10. Listing Agreement with NSE; and 11. The Disclosure Document with the application form.
Conditions Precedent to Disbursement	The subscription from applicants shall be accepted for allocation and allotment by the Issuer, subject to the following: a) Rating Letters from CRISIL Ratings Ltd and ICRA Ltd not more than one month old from the Issue Opening Date; and b) Consent Letter from IDBI Trusteeship Services Limited to act as Trustee to the Bondholder(s). c) Consent Letter from Datamatics Business Solutions Limited to act as Registrar for the issue. d) Execution of Debenture Trustee Agreement
Condition Subsequent to Disbursement	The Issuer shall ensure that the following documents are executed / activities are completed as per terms of the Disclosure Document: a) Credit of Demat Account(s) of the Allottee(s) by number of Bonds allotted within 2 (Two) Trading Days from the Deemed Date of Allotment b) Making application to NSE and receiving listing approval from NSE within 4 (four) trading days from the Issue Closure Date
Event of Default/ Cross default (as mentioned in the Debenture Trust Deed)	If the Company commits a default in making payment of any installment of interest or repayment of principal amount of the Bonds on the respective due date(s), the same shall constitute an "Event of Default" by the Company. The Debenture Trust Deed contains the clauses with respect to Events of Default and provisions for the meetings of the Debenture holders and manner of voting. Further, in terms of the SEBI circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated October 13, 2020 and subject to applicable law and regulatory guidelines, a meeting of the Debenture holders may consider the proposal for joining the inter

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	creditor agreement, if applicable, and the conditions for joining such inter creditor agreement, if applicable, will be made part of the meeting agenda and the Debenture Trustee will follow the process laid down vide SEBI circular SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated October 13, 2020 as amended from time to time.
Creation of recovery expense fund	Details and purpose of the recovery expense fund: The Issuer shall create the Recovery Expense Fund in accordance with SEBI Circular numbering SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 as amended from time to time.
Conditions for breach of covenant	As per "Event of default" under this Term Sheet.
Provisions related to Cross Default Clause	Not Applicable
Role & Responsibility of Debenture Trustee	The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the Bondholders and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related Transaction Documents, with due care, diligence and loyalty.
Risk Factors pertaining to the issue	Refer the section "Risk Factors Pertaining to the issue" in the Disclosure Document
Governing Law & Jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of courts of Mumbai, India.

Note: The Issuer reserves its sole and absolute right to modify (pre -pone/ postpone) the above issue schedule without giving any reasons or prior notice. The Issuer also reserves its sole and absolute right to change the Deemed Date of Allotment of the above issue without giving any reasons or prior notice. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates, if any may also be changed at the sole and absolute discretion of the Issuer. The Issuer reserves the right to close the issue earlier than the stipulated issue closing date and it is further clarified that the Issuer need not wait for any minimum subscription amount to the Bonds before closing the issue.

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Illustrative Cash Flow:

As per SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016, illustrative cash flow for bonds is as under:

Deemed Date of Allotment	Wednesday, 28 July, 2021			
Pay-in Date	Wednesday, 28 July, 2021			
Redemption Date	Monday, 28 July, 2031			
Tenor	10 years			
Interest Payment Frequency	Annual			
Coupon	7.28% p.a.			
Face Value	1,00,00,000.00			
First Interest on	Thursday, 28 July, 2022			
Day Count Convention	Actual / Actual			
Cash Flow	**Due Date**	**Payment Date**	**No of Days**	**Amount (In Rupees)**
1st Coupon	Thursday, 28 July, 2022	Thursday, 28 July, 2022	365	7,28,000.00
2nd Coupon	Friday, 28 July, 2023	Friday, 28 July, 2023	365	7,28,000.00
3rd Coupon	Sunday, 28 July, 2024	Monday, 29 July, 2024	366	7,28,000.00
4th Coupon	Monday, 28 July, 2025	Monday, 28 July, 2025	365	7,28,000.00
5th Coupon	Tuesday, 28 July, 2026	Tuesday, 28 July, 2026	365	7,28,000.00
6th Coupon	Wednesday, 28 July, 2027	Wednesday, 28 July, 2027	365	7,28,000.00
7th Coupon	Friday, 28 July, 2028	Friday, 28 July, 2028	366	7,28,000.00
8th Coupon	Saturday, 28 July, 2029	Monday, 30 July, 2029	365	7,28,000.00
9th Coupon	Sunday, 28 July, 2030	Monday, 29 July, 2030	365	7,28,000.00
10th Coupon	Monday, 28 July, 2031	Monday, 28 July, 2031	365	7,28,000.00
Principal Payment	Monday, 28 July, 2031	Monday, 28 July, 2031		1,00,00,000.00

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